

ULTIMATE SPIDER-MAN®

ISSUE
120



MARVEL

**BENDIS
IMMONEN
von GRAWBADGER
PONSOR**

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The bite of a genetically altered spider granted high-school student Peter Parker incredible arachnid-like powers! When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He learned the invaluable lesson that with great power there must also come great responsibility!

Now the fledgling super hero tries to balance a full high-school curriculum, a part-time job as a web designer for the Daily Bugle tabloid, a relationship with the beautiful Mary Jane Watson, and swing time as the misunderstood, web-slinging Spider-Man!



PREVIOUSLY IN ULTIMATE SPIDER-MAN...

Peter Parker and MJ have gotten back together, leaving his troubled relationship with Kitty Pryde (of the world-famous mutant team X-Men) in shambles. To complicate matters even further, Kitty now goes to school with them.

Kitty's ex-classmate and ex-boyfriend, Bobby Drake (a.k.a. Iceman) and Spidey's pal Johnny Storm (a.k.a. the Human Torch) have stopped by to visit. During a beach party later that day, Liz Allen, a longtime "mutantphobic," suddenly bursts into flames!

Not in pain, but strengthened, Liz Allen has powers.

Peter donned his Spider-Man costume and tried to help Iceman calm Liz down and help her deal with this shocking transformation.

All three were then stunned when Magneto, mutant master of magnetism and a notorious terrorist, appeared -- and stated he was there for Liz!

Note: This story takes place after the events of Ultimate X-Men #93.

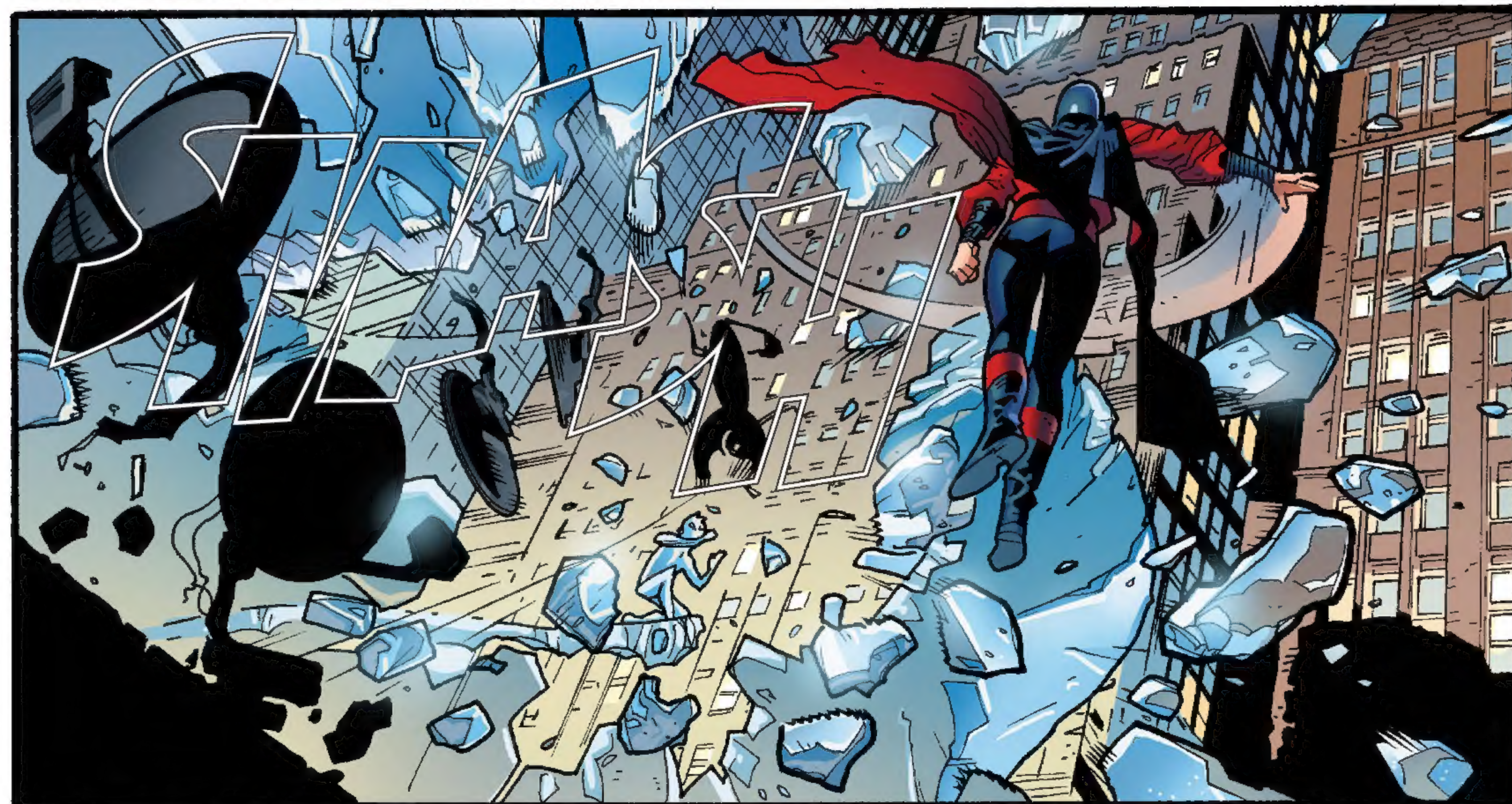
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Go home, young Mr. Drake.

This concerns you not one bit... and I refuse to engage in a fight with a *child* so below my power set.



What does he *want* from me??

I don't know but, rule of thumb, when a mutant terrorist comes knocking at your door...head for *de hills*!!

Or you could wait one minute and find out what he wants.



It's about your fath-

Let's go!

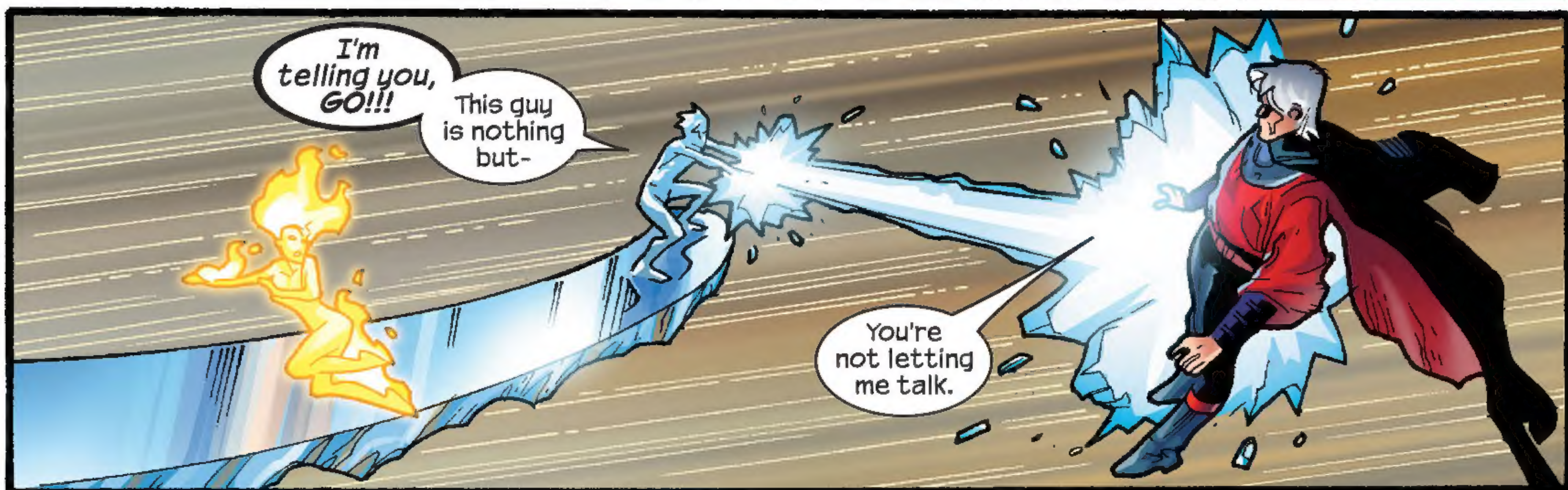
Wait, what?



Aren't you at all curious who your father is, young lady??

Why you are the way you are?

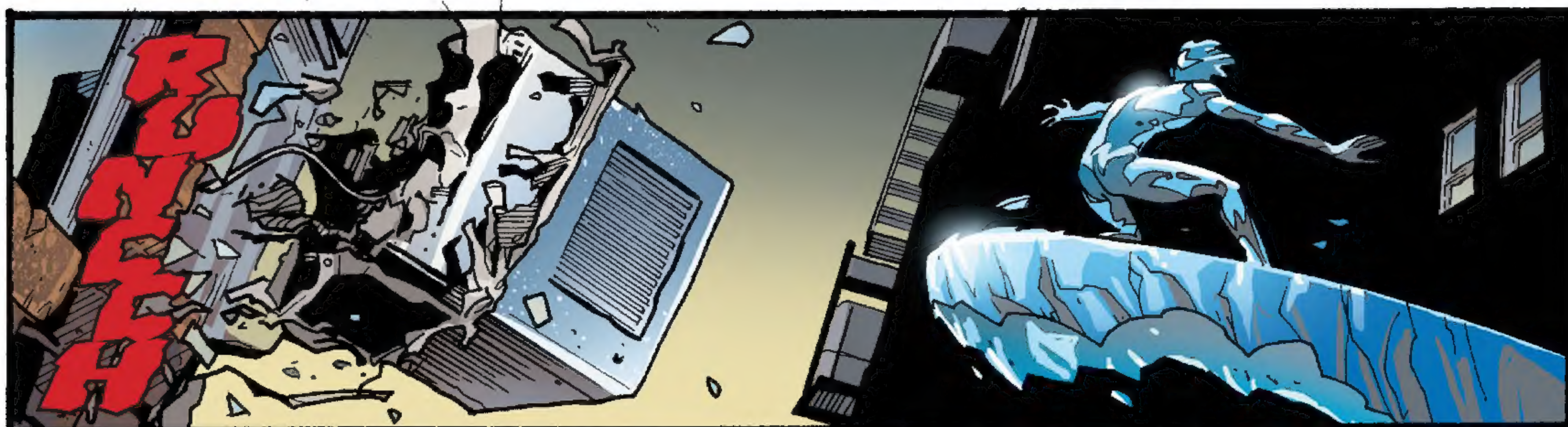
Yipes.

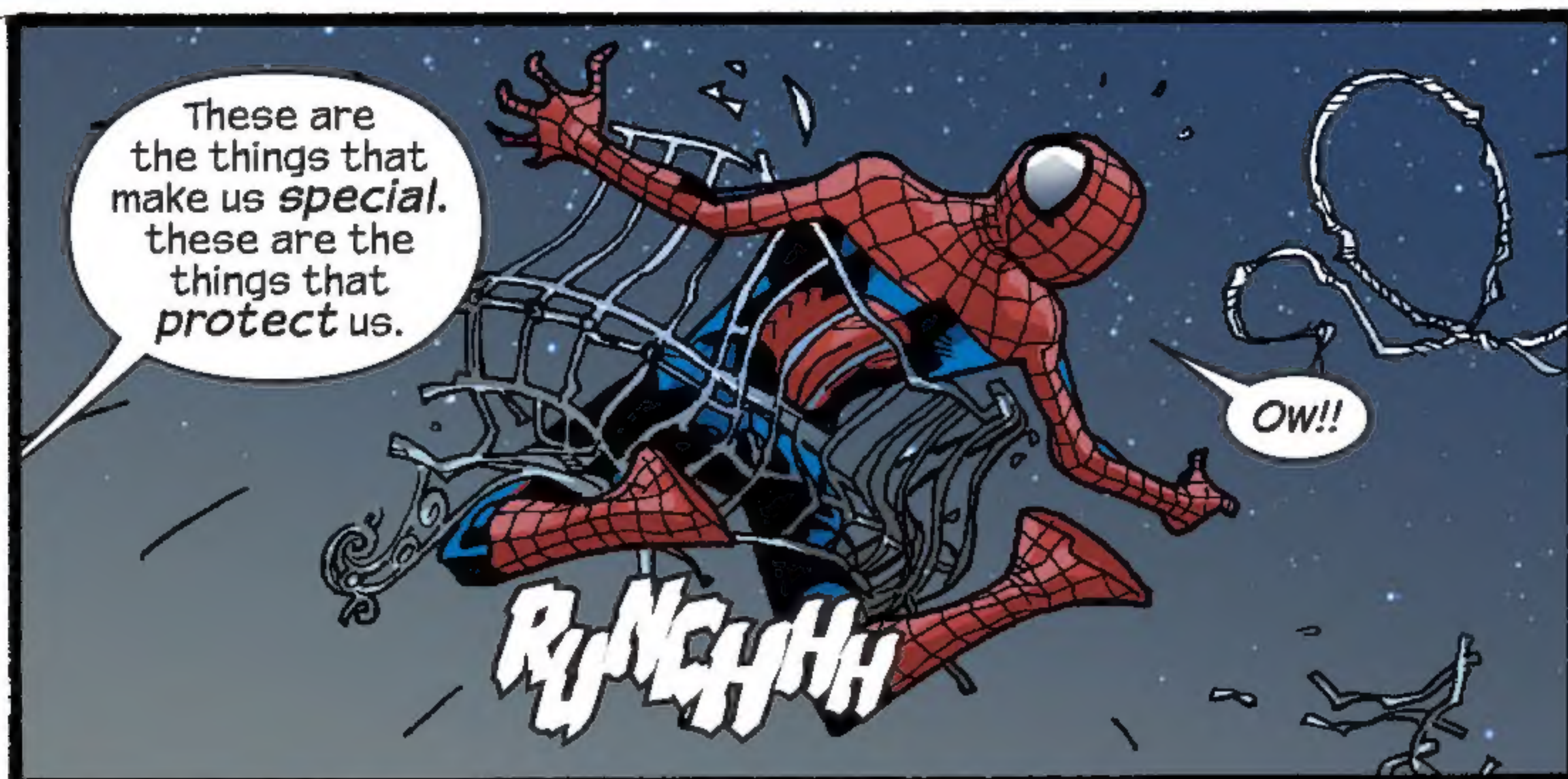
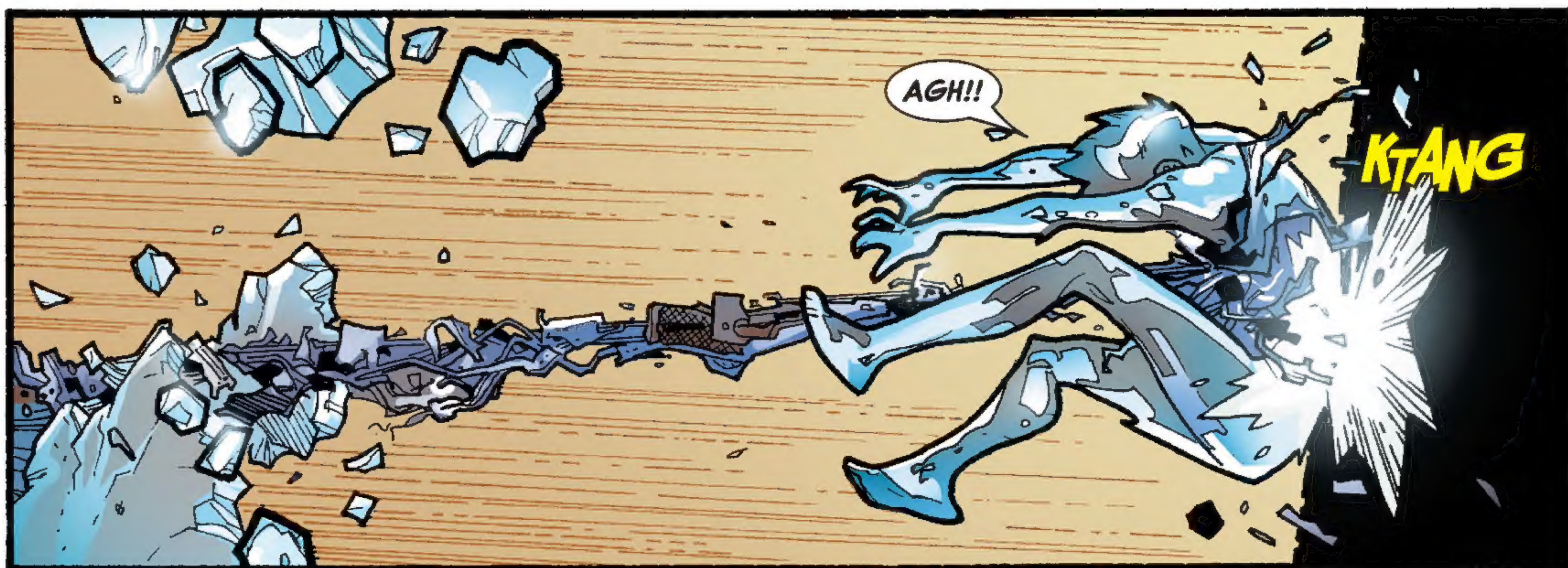


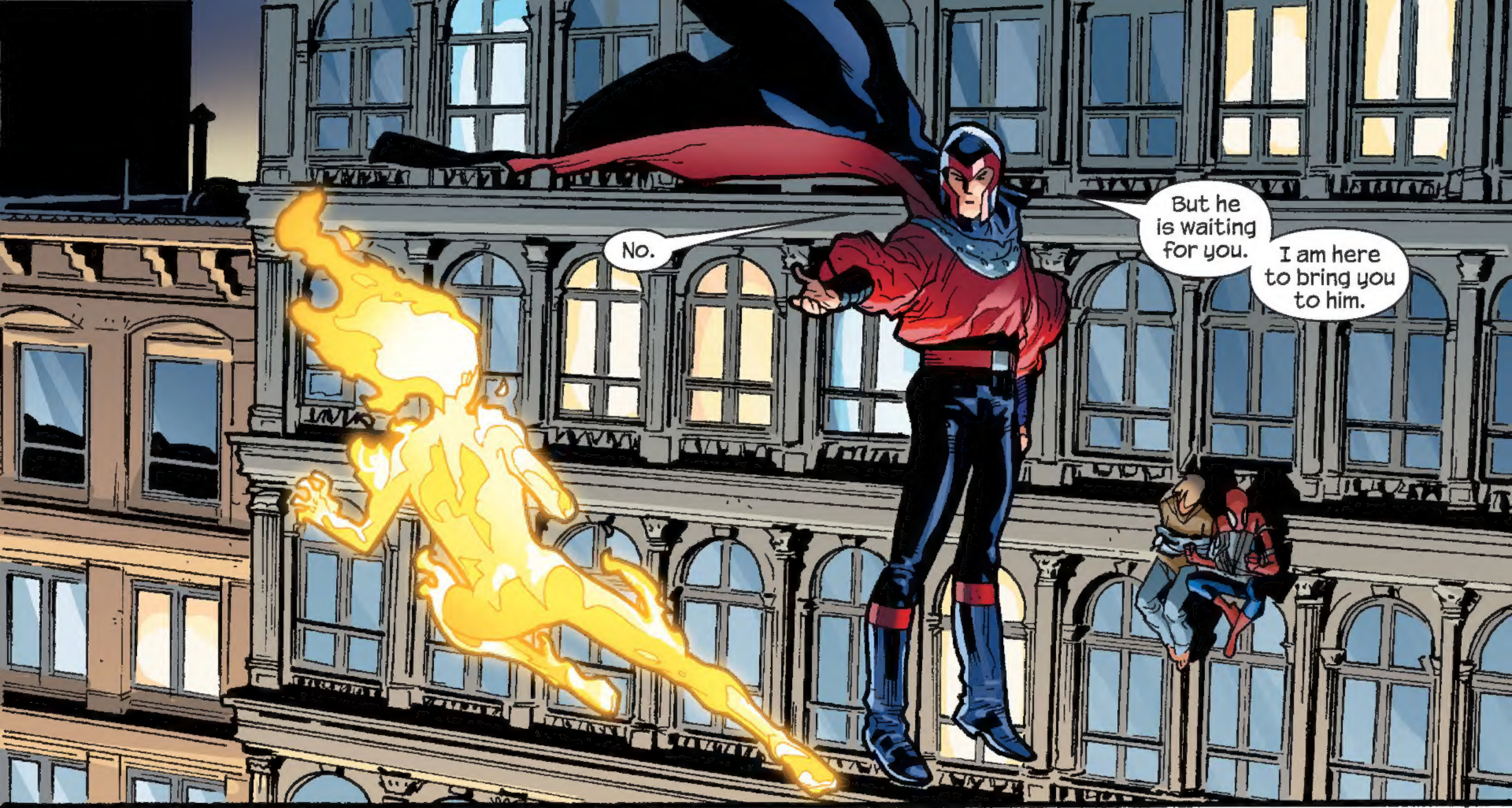
I'm telling you, *GO!!!*

This guy is nothing but-

You're not letting me talk.







No.

But he is waiting for you.

I am here to bring you to him.



Yeah??

Who is he?



He is one of my Brotherhood.



Okay.

Who is he?



He asked that I bring you to him so that he can reveal himself to you in his own way.

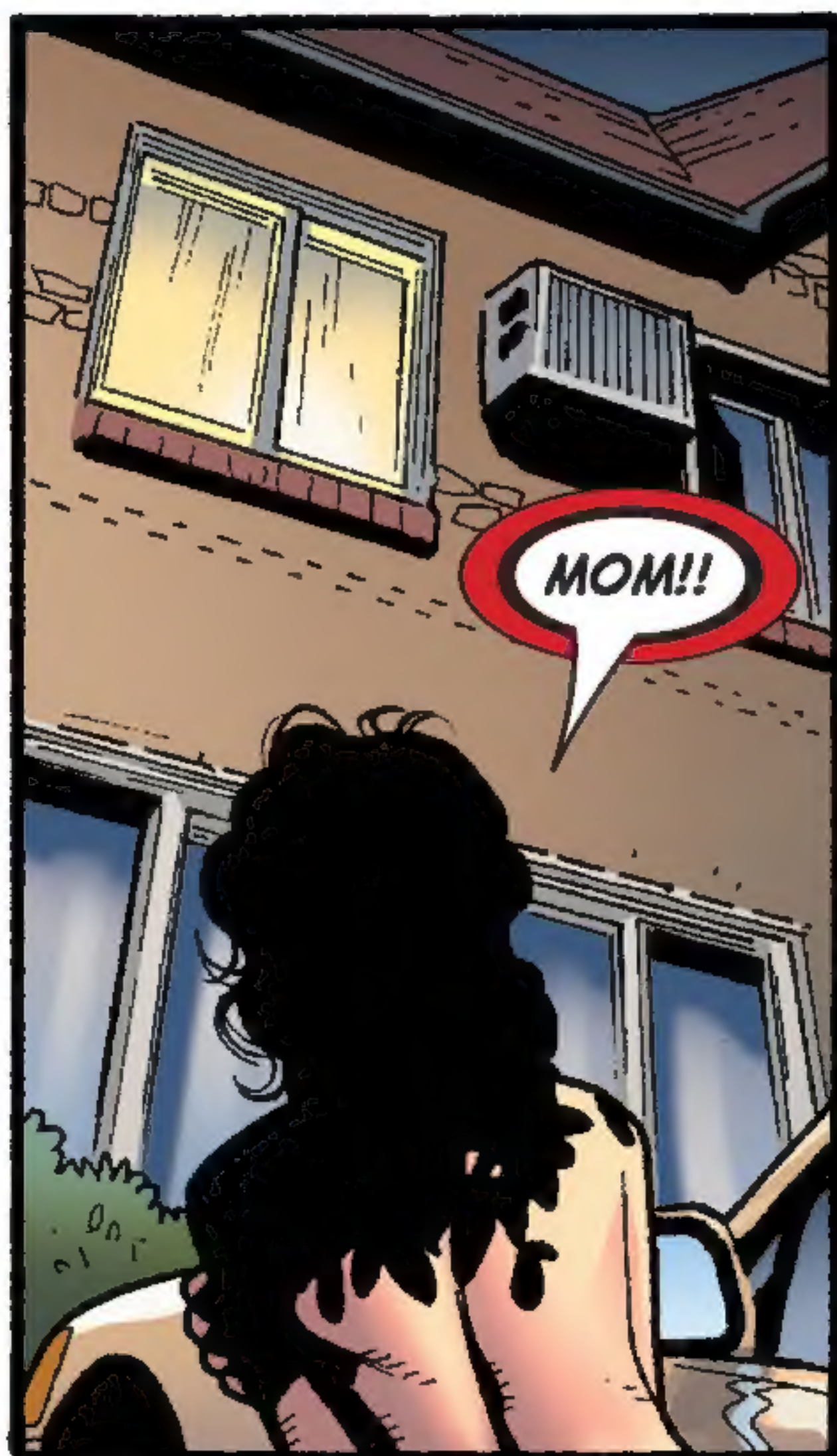
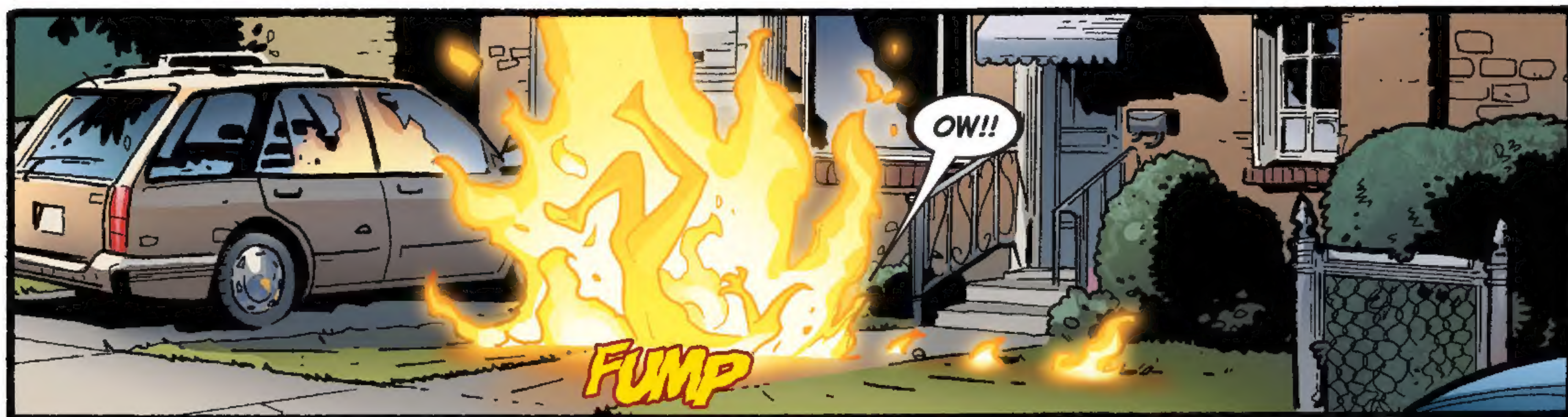
This is so a bunch of bull!!! He's trying to---

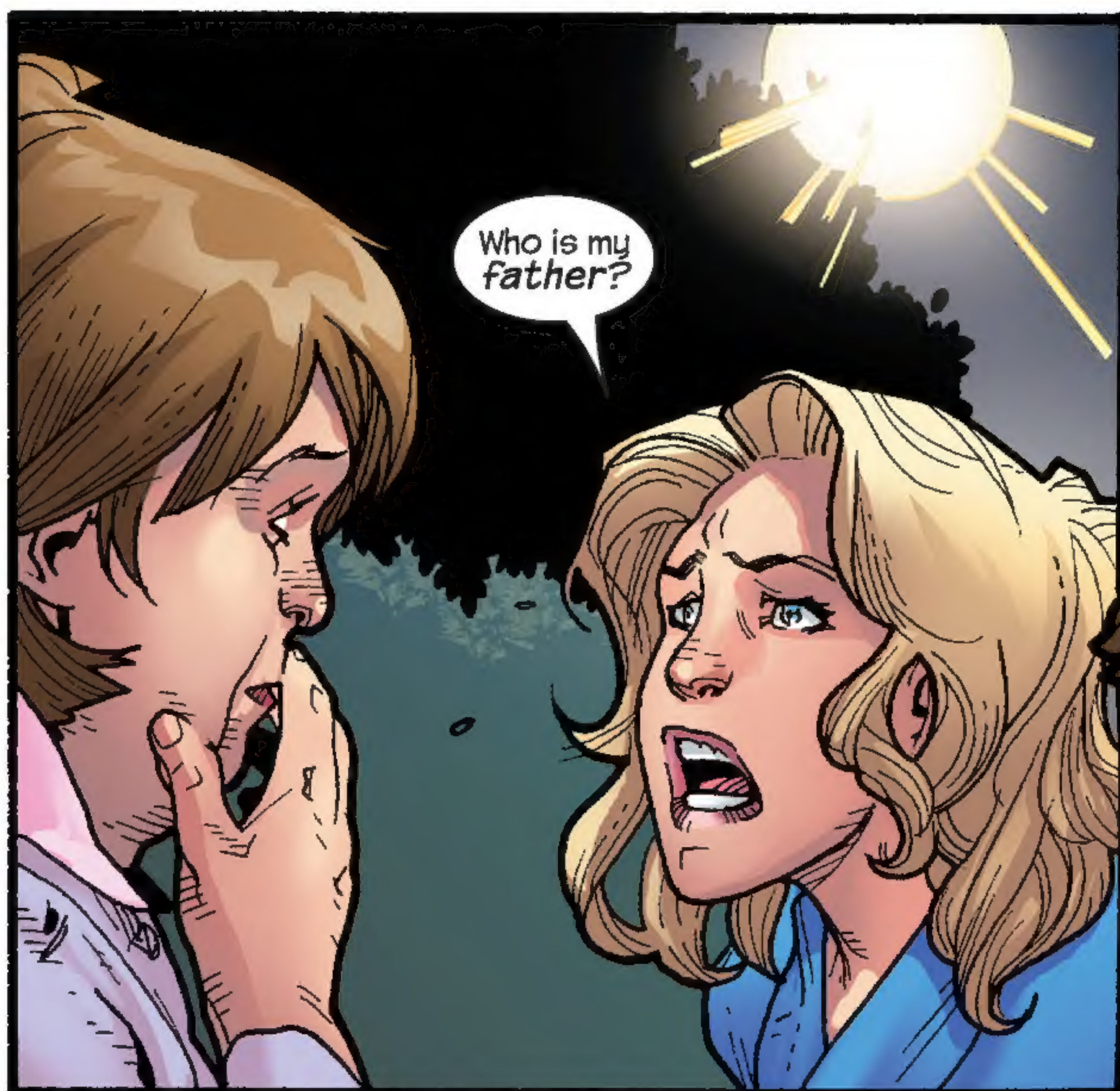
Please be quiet, young man, or I will hurt you again.



How did you even find me?









He's my father!??

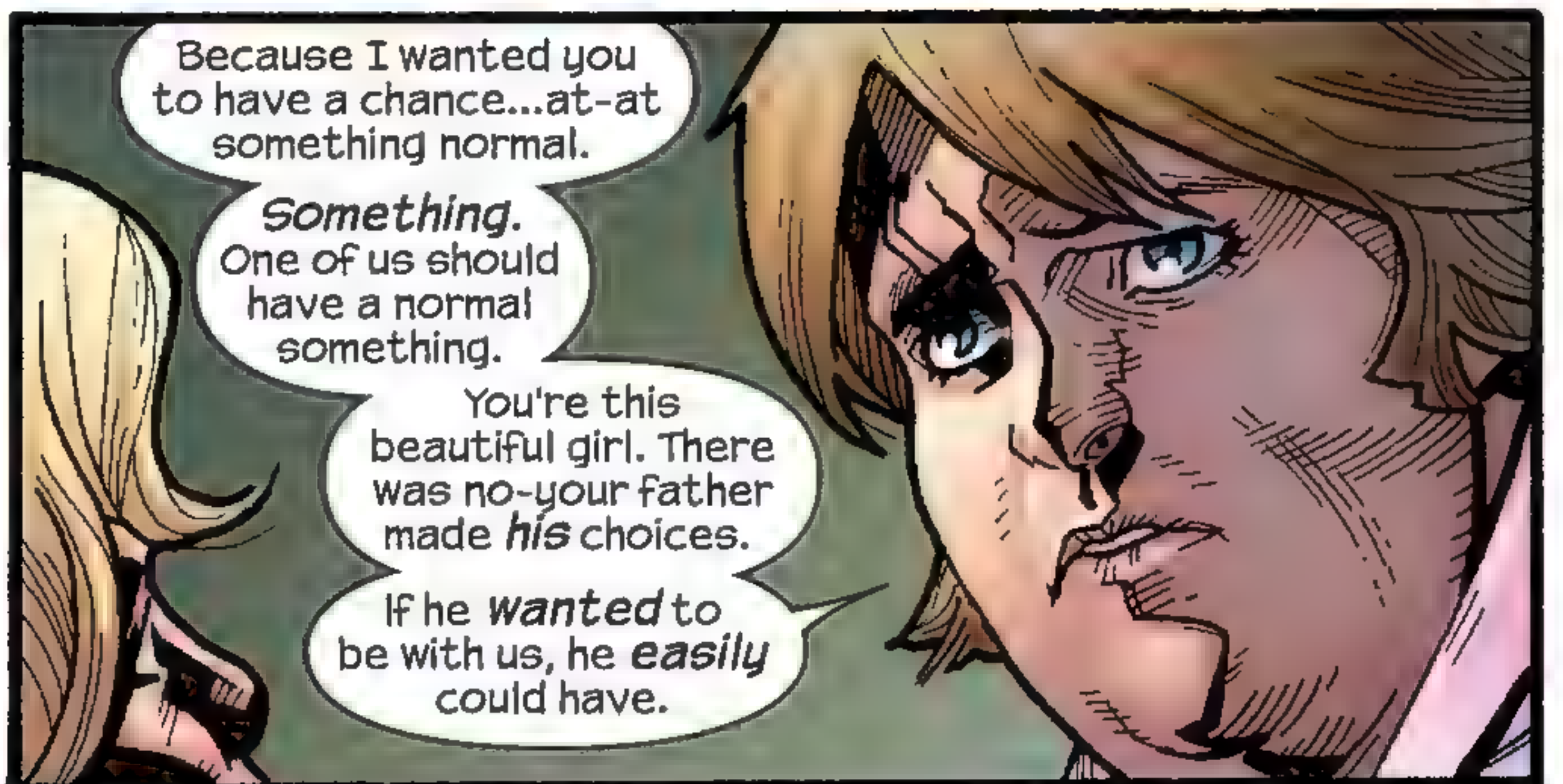


He's the one who kept your father from you.

You said you didn't know who my father was!!

I said I didn't know where he was.

Why'd you lie to me? Why didn't you tell me??

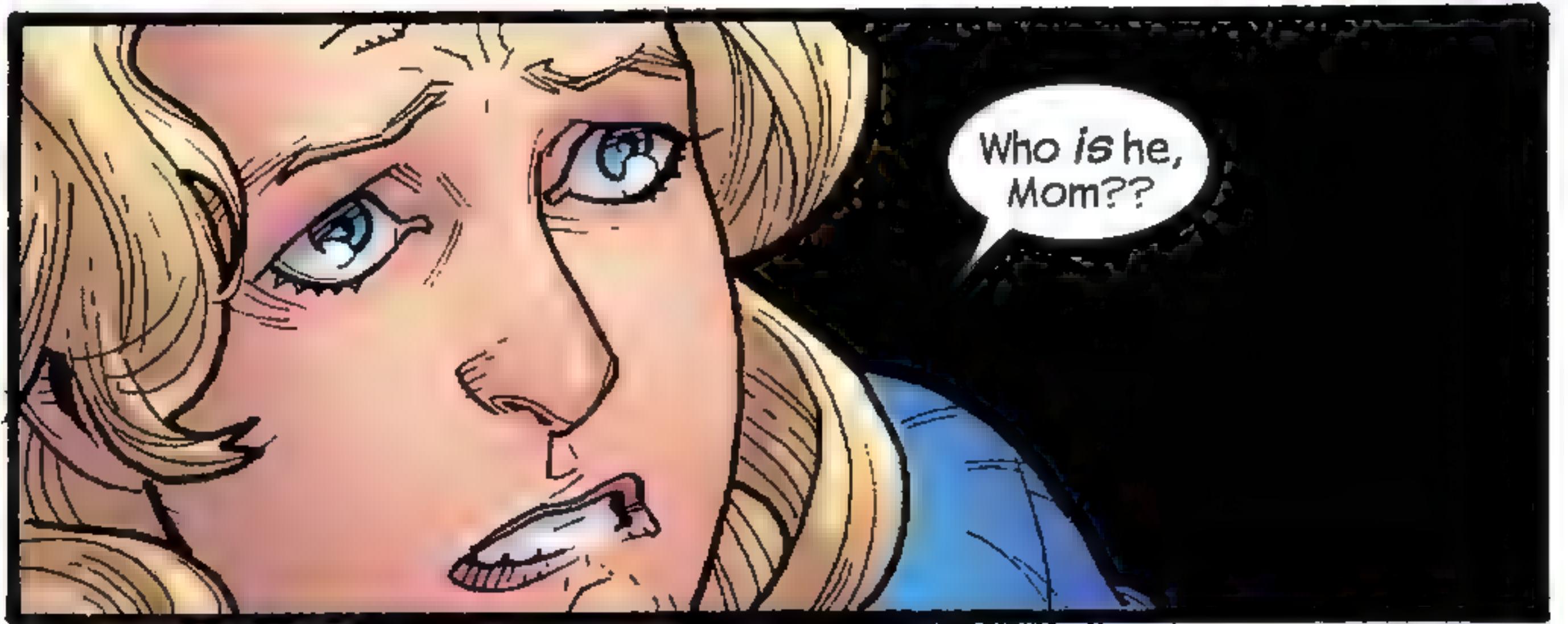


Because I wanted you to have a chance...at-at something normal.

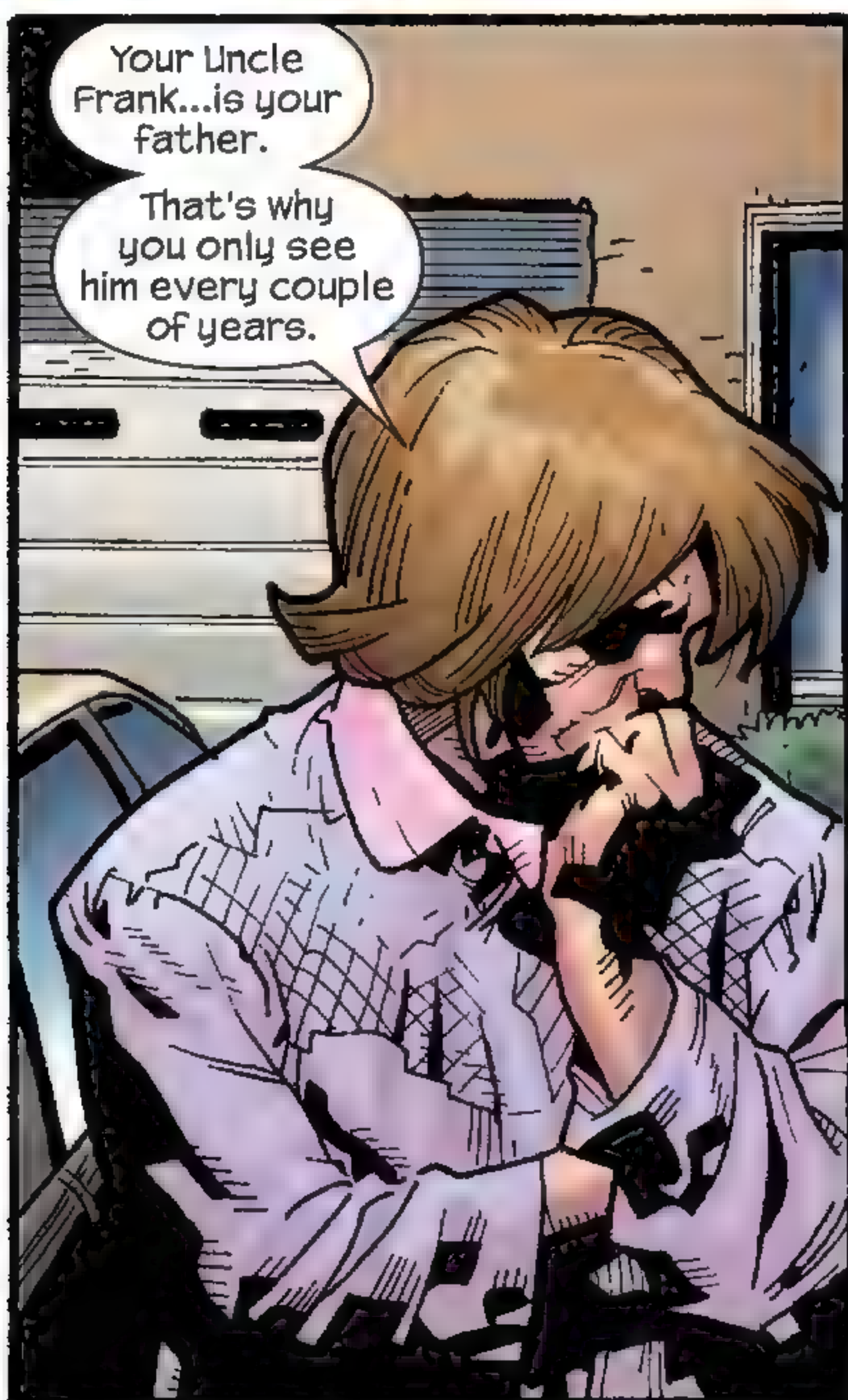
Something. One of us should have a normal something.

You're this beautiful girl. There was no-your father made *his* choices.

If he *wanted* to be with us, he *easily* could have.



Who is he, Mom??



Your Uncle Frank...is your father.

That's why you only see him every couple of years.



That's why you haven't seen him for a while...

I will take you to him.

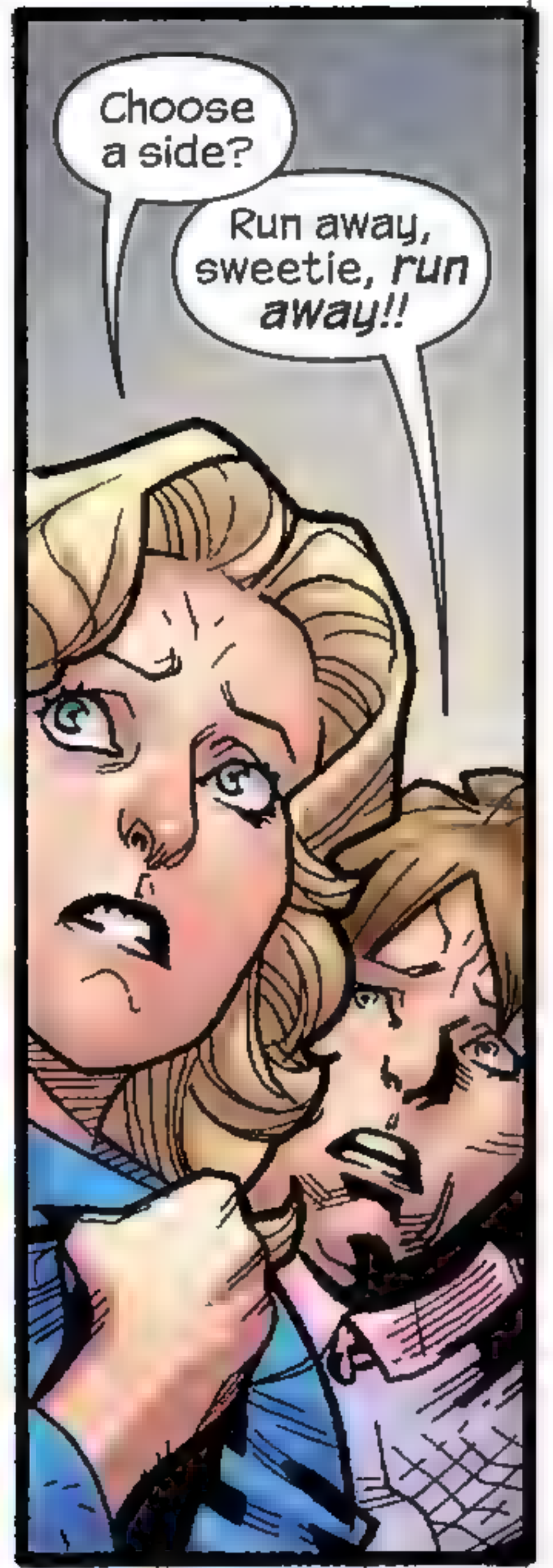
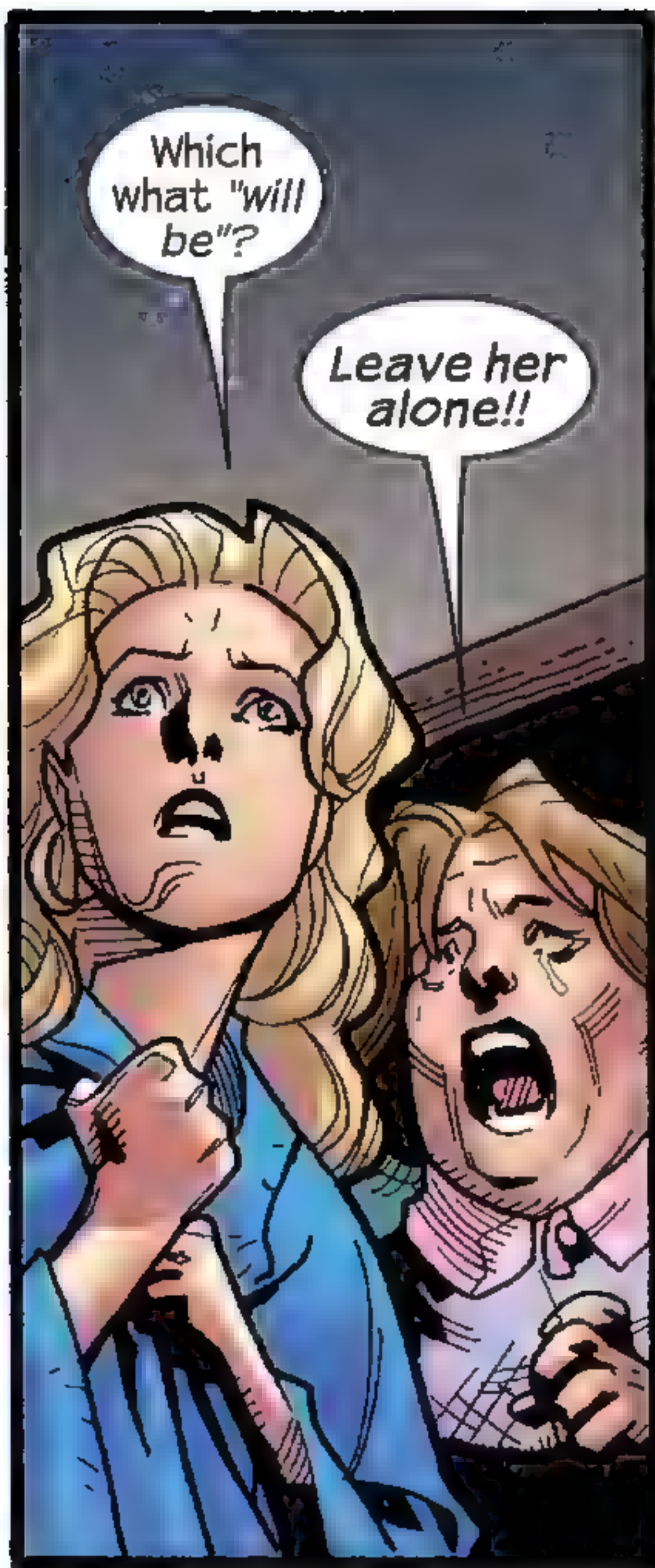
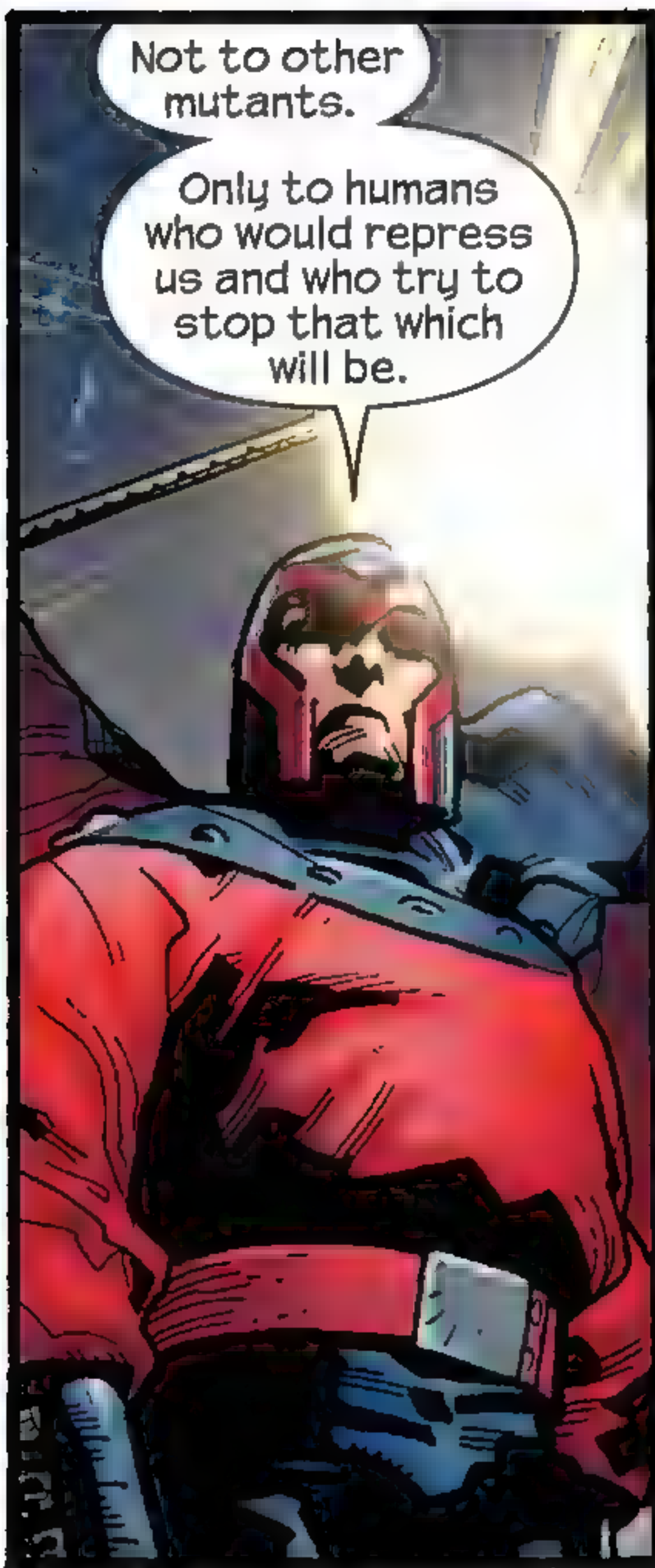


Years ago I promised your father I would. And that's what I will do.

He's with *you*. He's one of your... "Brotherhood."

Yes.

So he's, like, a terrorist??



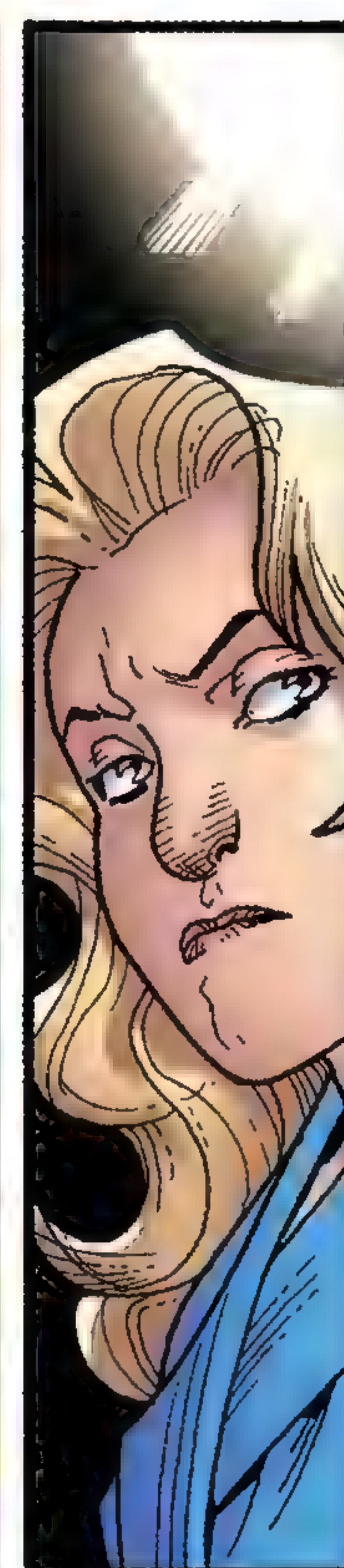
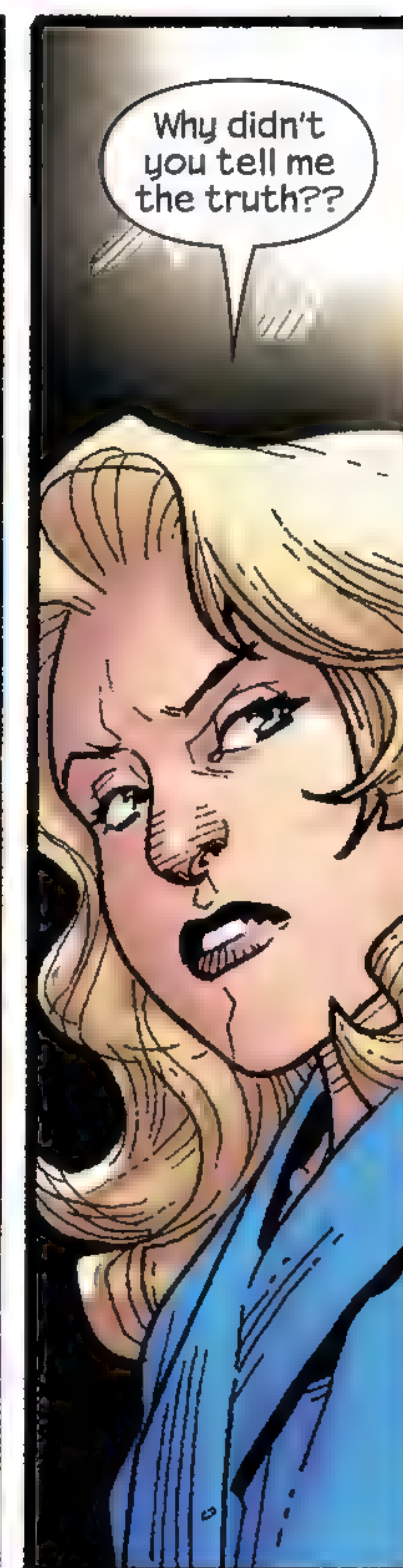
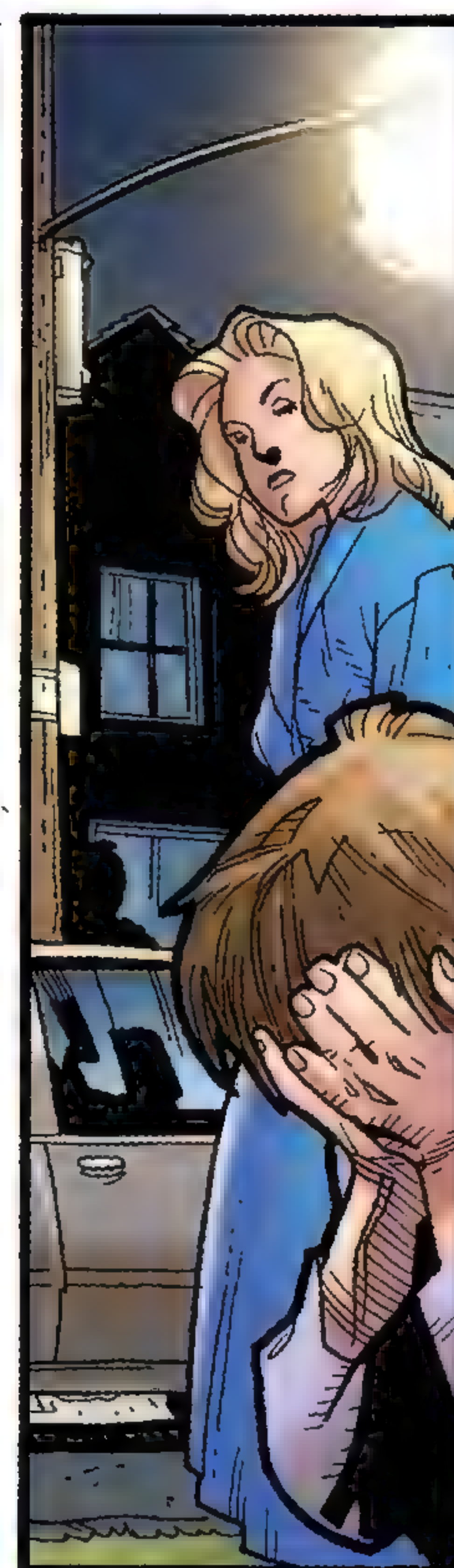
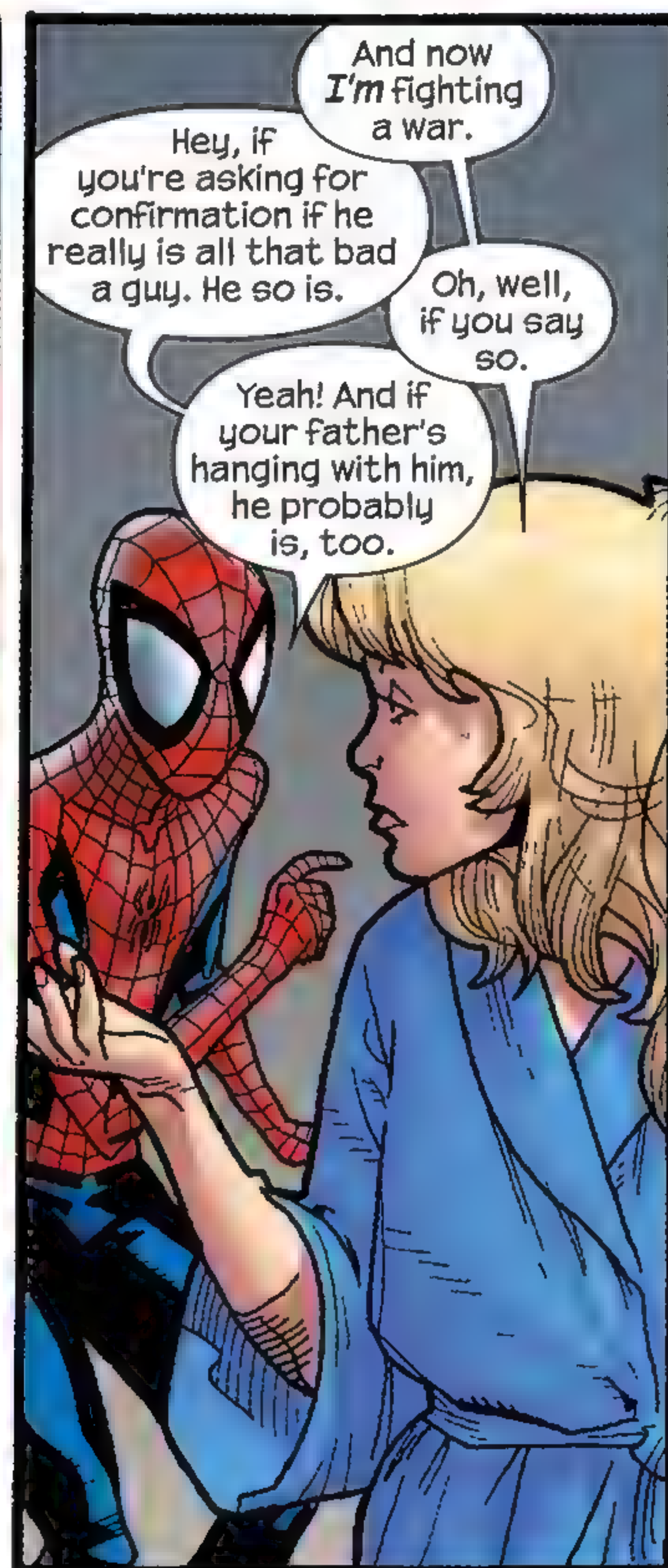
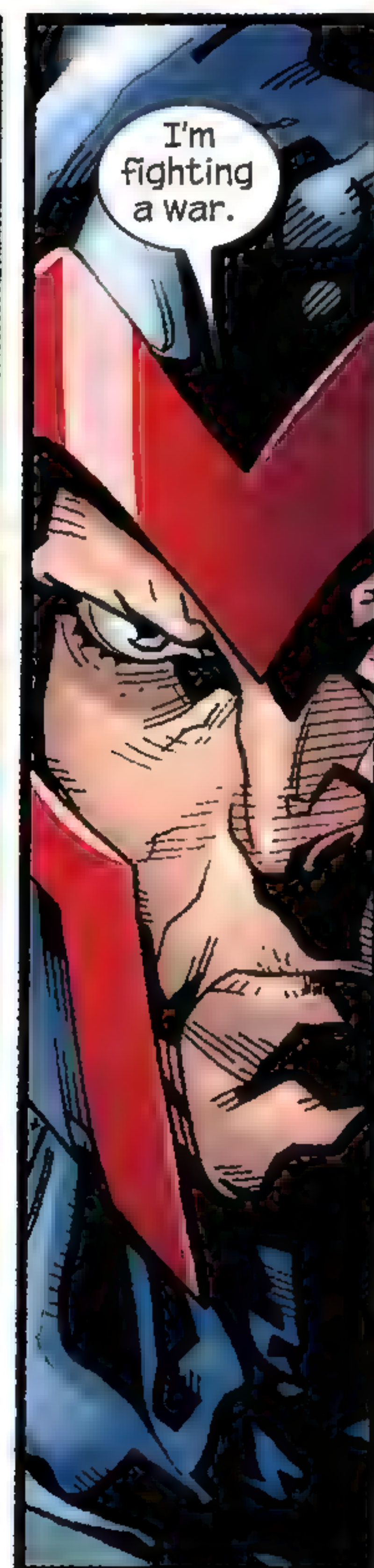
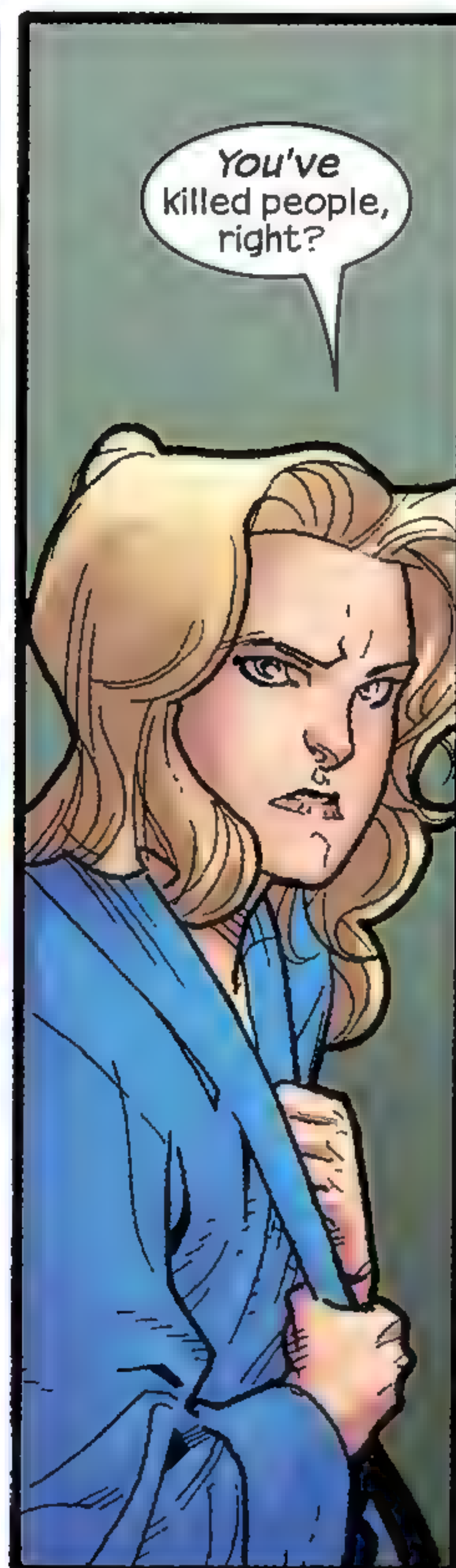
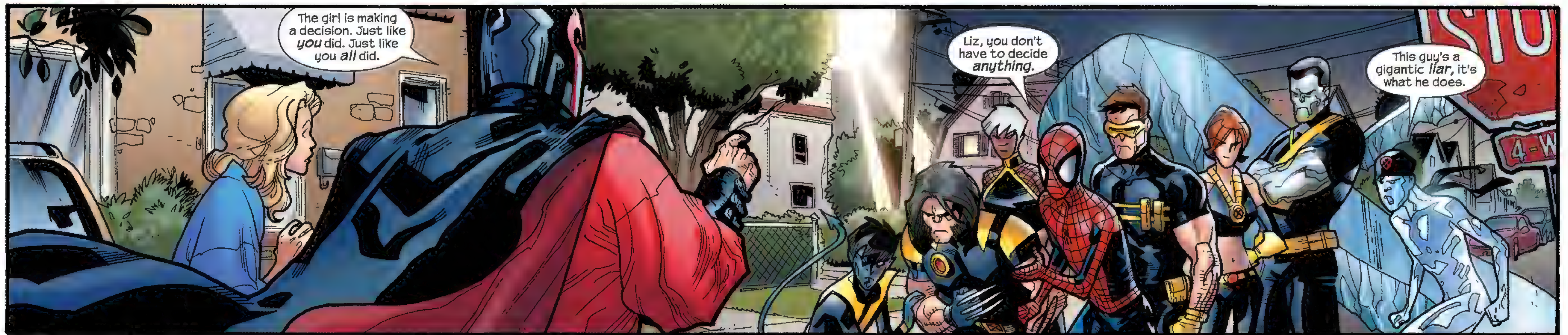


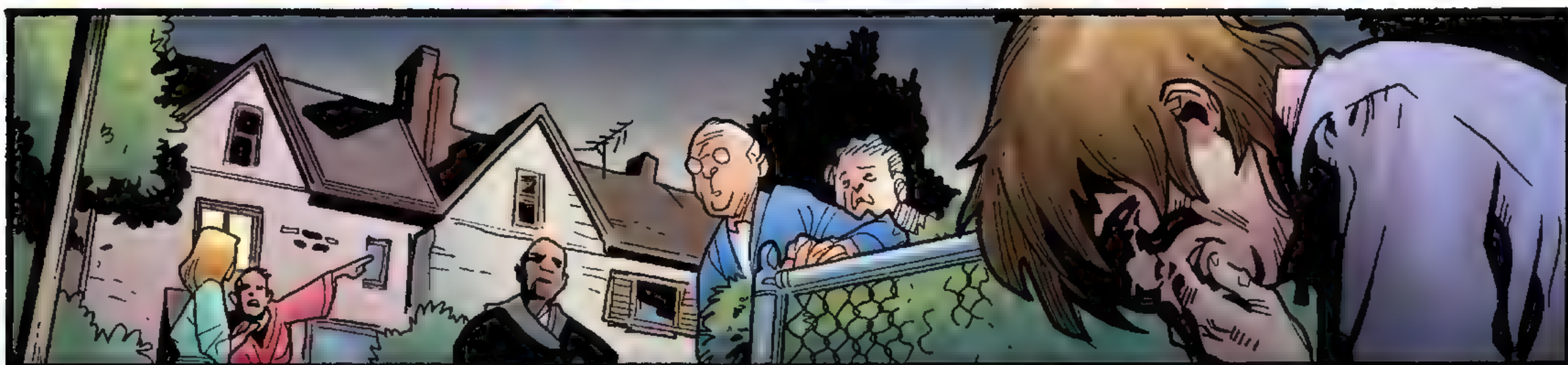
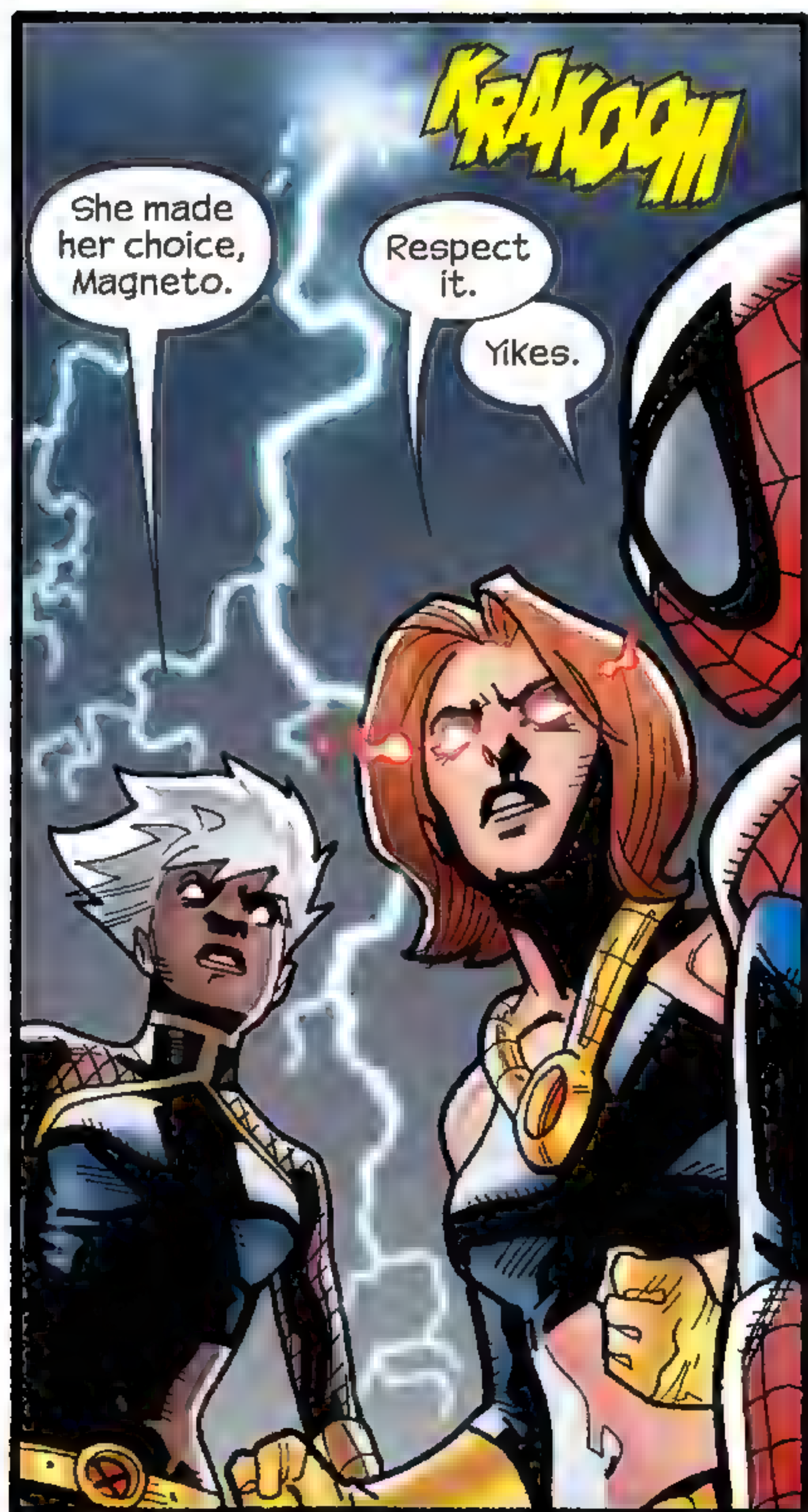
Liz,
X-Men, X-Men,
Liz.

Liz, these
are the *good*
mutants.

You might
want to get
behind them,
like, right
now.

Get
away from
her, Erik.





The Watsons' forest hills, Queens.



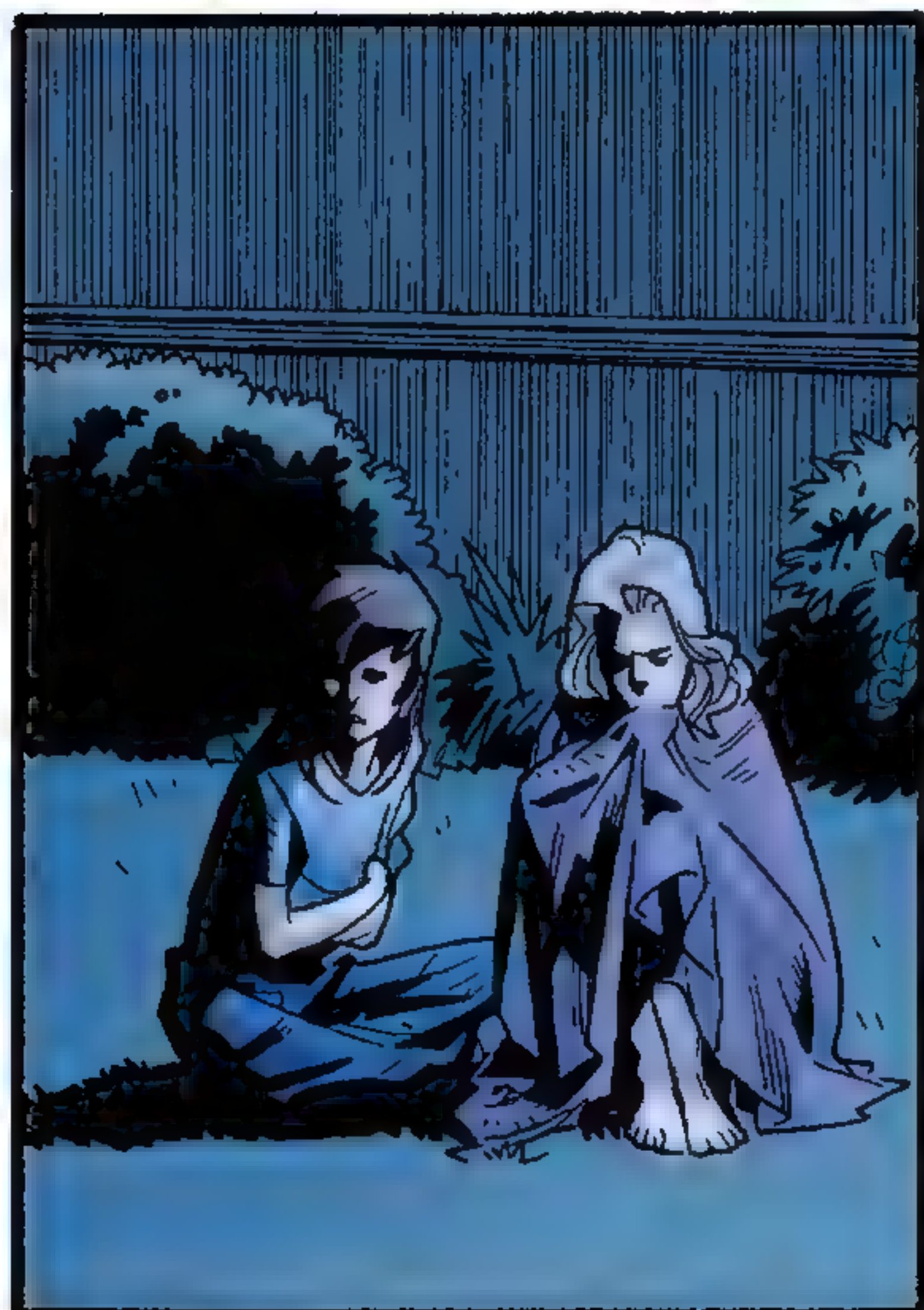
Oh, man. Are you okay?



No, MJ. No, I'm really not!!
Come inside and we'll get some--
No. I'm too scared. I don't want to burn anything.



What do you want to do?
I just want to sit here.



So *who's* your father?
An evil mutant terrorist.
Oh, man.
The X-Men, the X-Men were on my lawn, MJ.
We should talk to Kitty Pryde.
Why?



Well, she's a mutant we know. She was an X-Man.
She's a jerk.
She's not.
You *hate* her.
I don't. She's...listen, she's someone we know who's like you.



Ugh!!
You know what I mean.

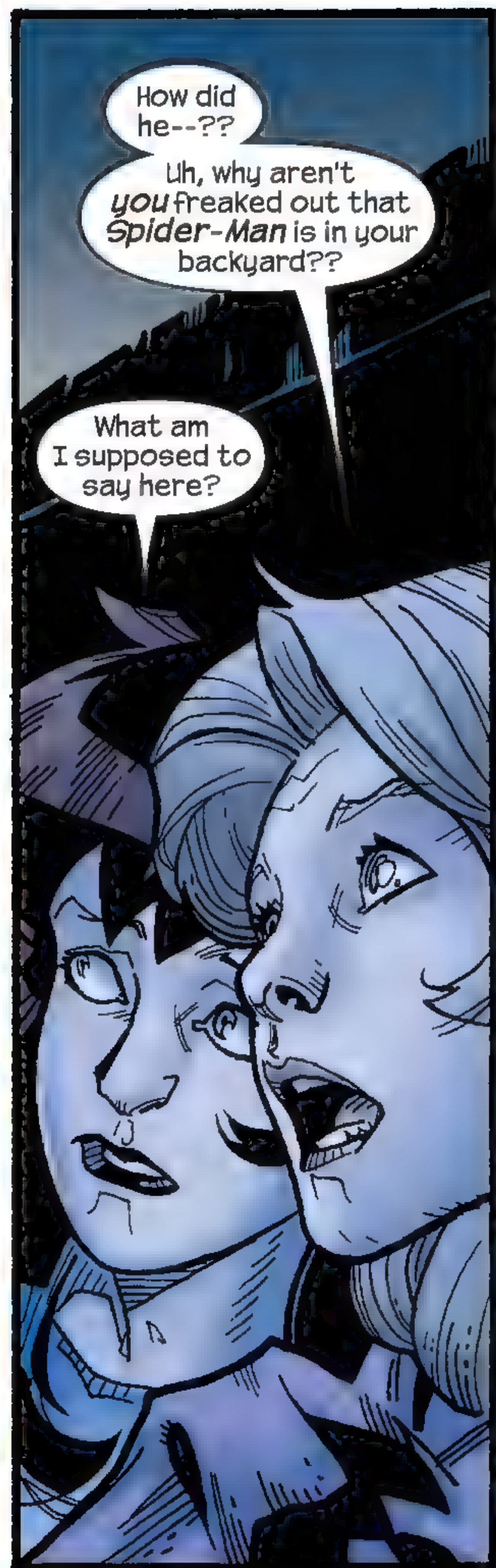


What happened to Harry Osborn, exactly?
I--
Uh...
How would I know?
He wasn't a mutant.



His dad ruined him. And then killed him.

How did you--??



How did he--??

Uh, why aren't *you* freaked out that *Spider-Man* is in your backyard??

What am I supposed to say here?



I'm thinking this is a big enough thing where I have to trust her.

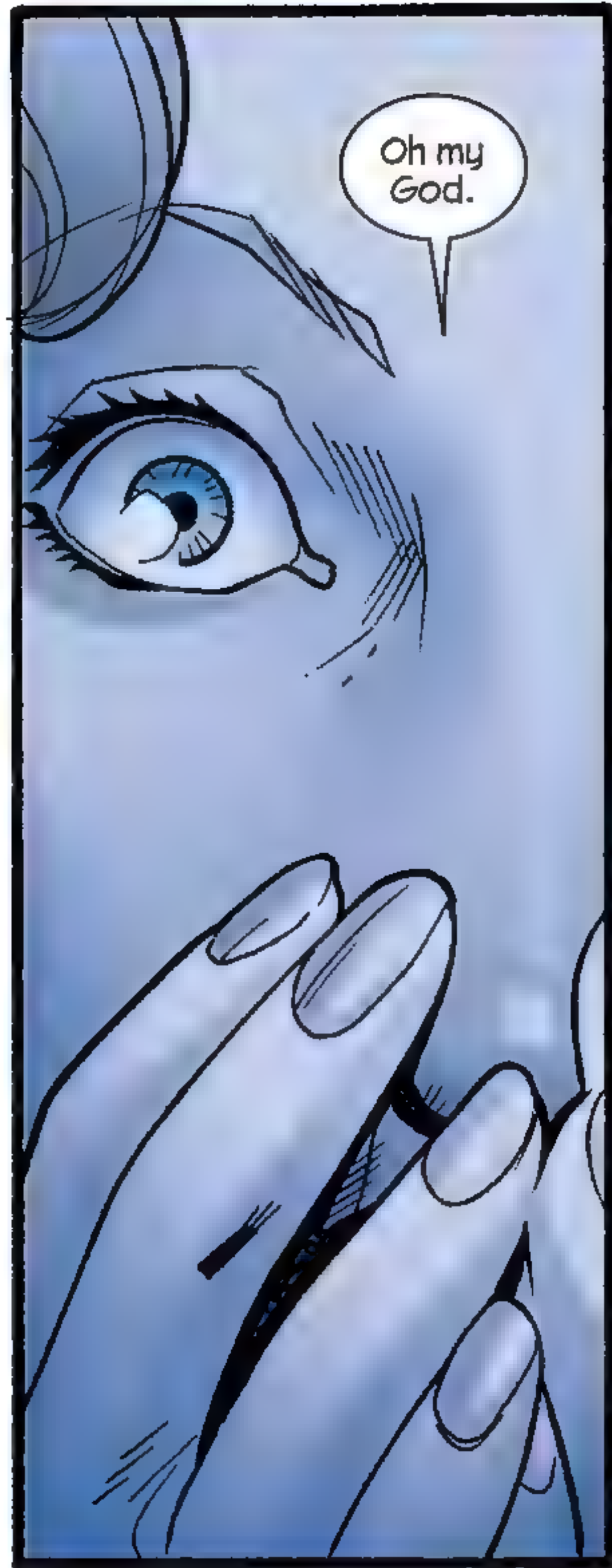
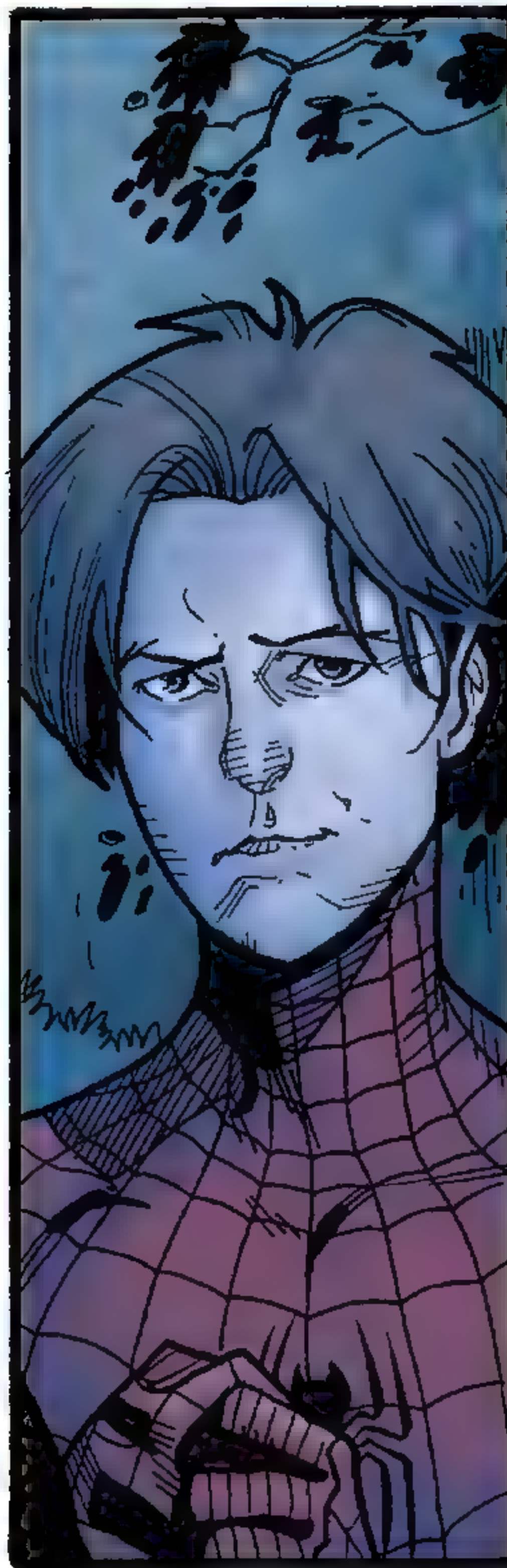
I think so, too.

But it's your call.

Who is he?



Who are you?



Oh my God.



What's going on with you and what happened to Harry are two completely different things.

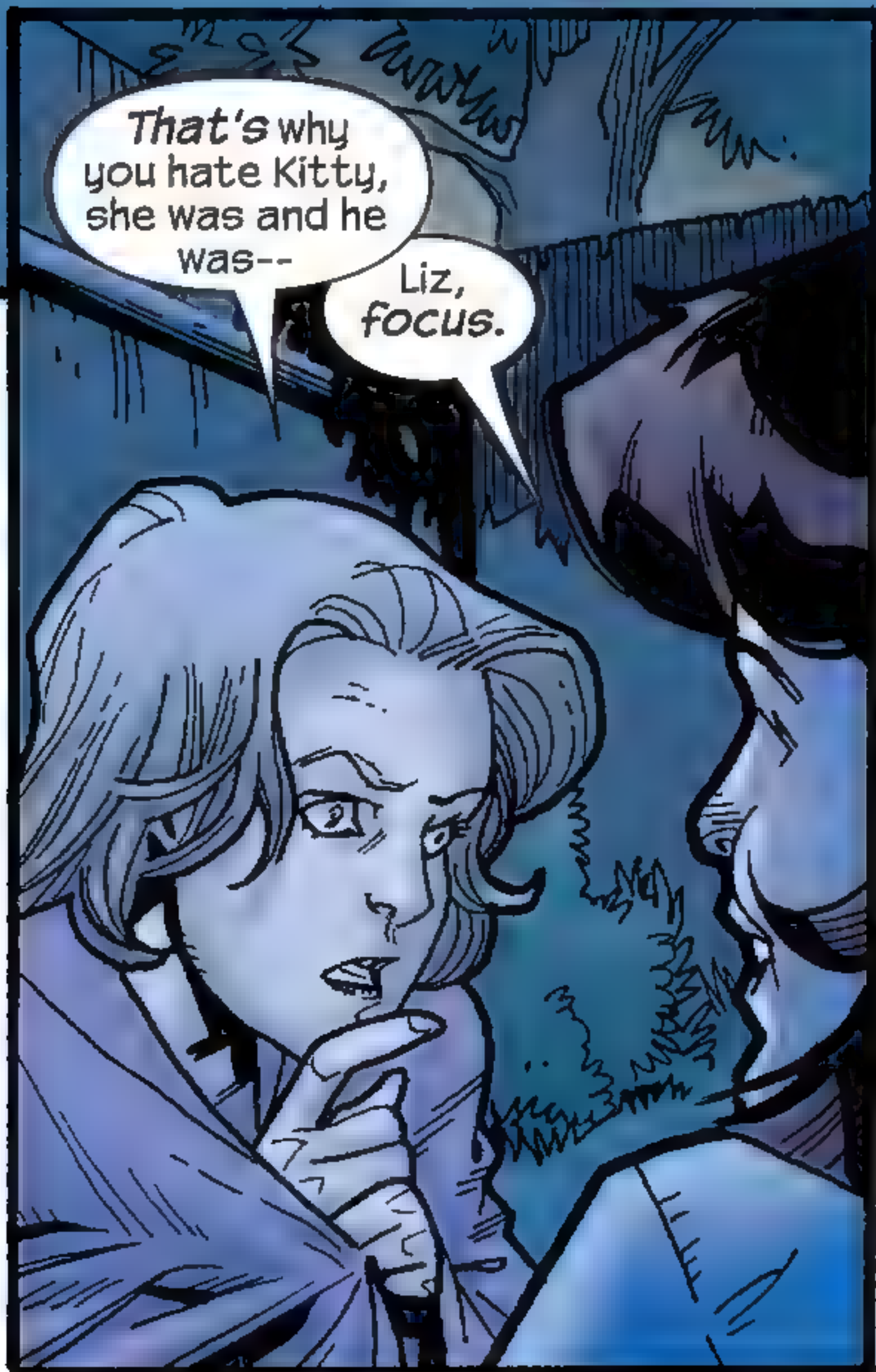
Oh my God.

Oh my God!!

Oh my God.

The reason I pulled the mask off is I wanted you to believe that I know a little something about what's going on here.

And I can help you.



That's why you hate Kitty, she was and he was--

Liz, focus.



You!! The-the-the whole time with this??

Yeah.

Wow, I did not see that at all.



Well, we've known each other since we were babies. Since second grade.

And this, what's going on with you tonight...this is *big*. This is as big as it gets.

I've been through this. This is scary.

I didn't burn my clothes off, but it was still scary.



Wow. So you, Harry...

I was the only one at school *without* powers.

You can't tell anyone, Liz.

Ever.

Oh, I know.

Okay.

Ever ever, as long as you live.



Okay. I promise.

But, okay, what do I do now?

You come with me.

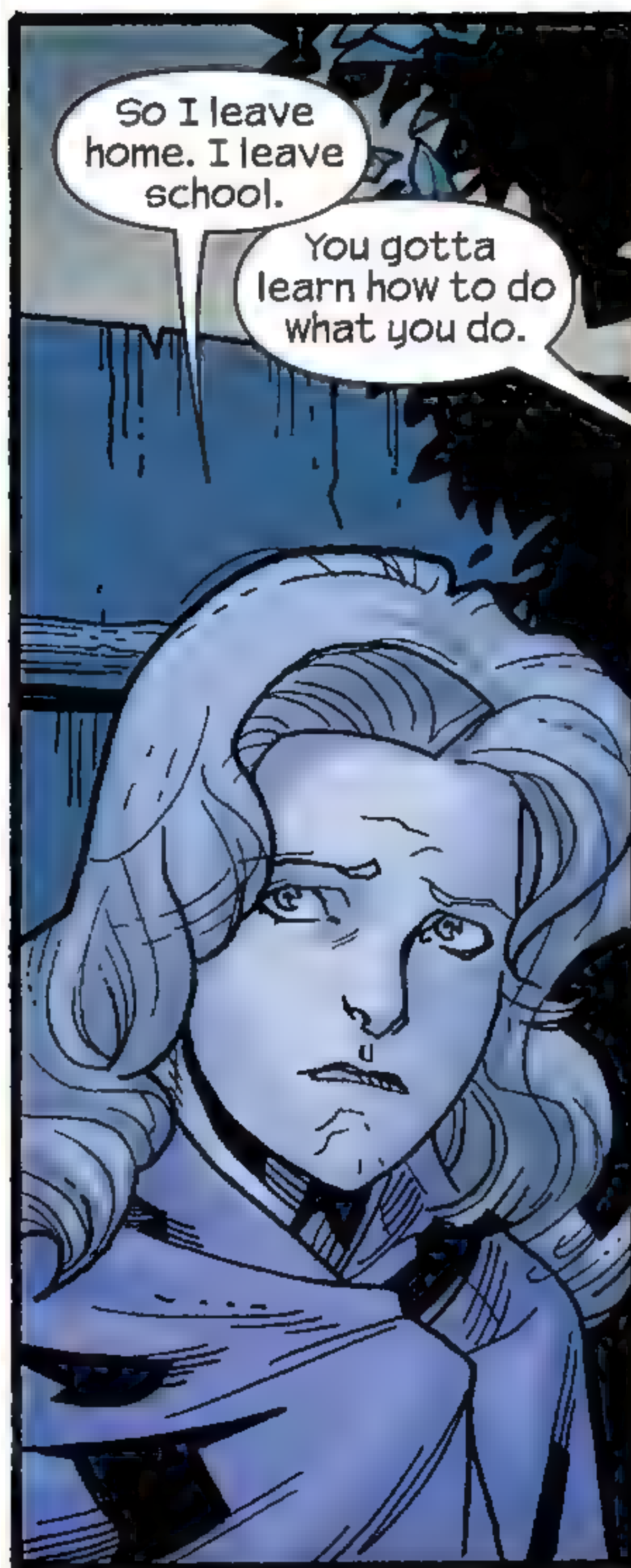


You need to train. You need to be safe for a while. You don't need Magneto crawling up your nose again.

Wow.

I should just go to school with the X-Men.

For a while. If you like it, stay. If not... you do what you gotta do.



So I leave home. I leave school.

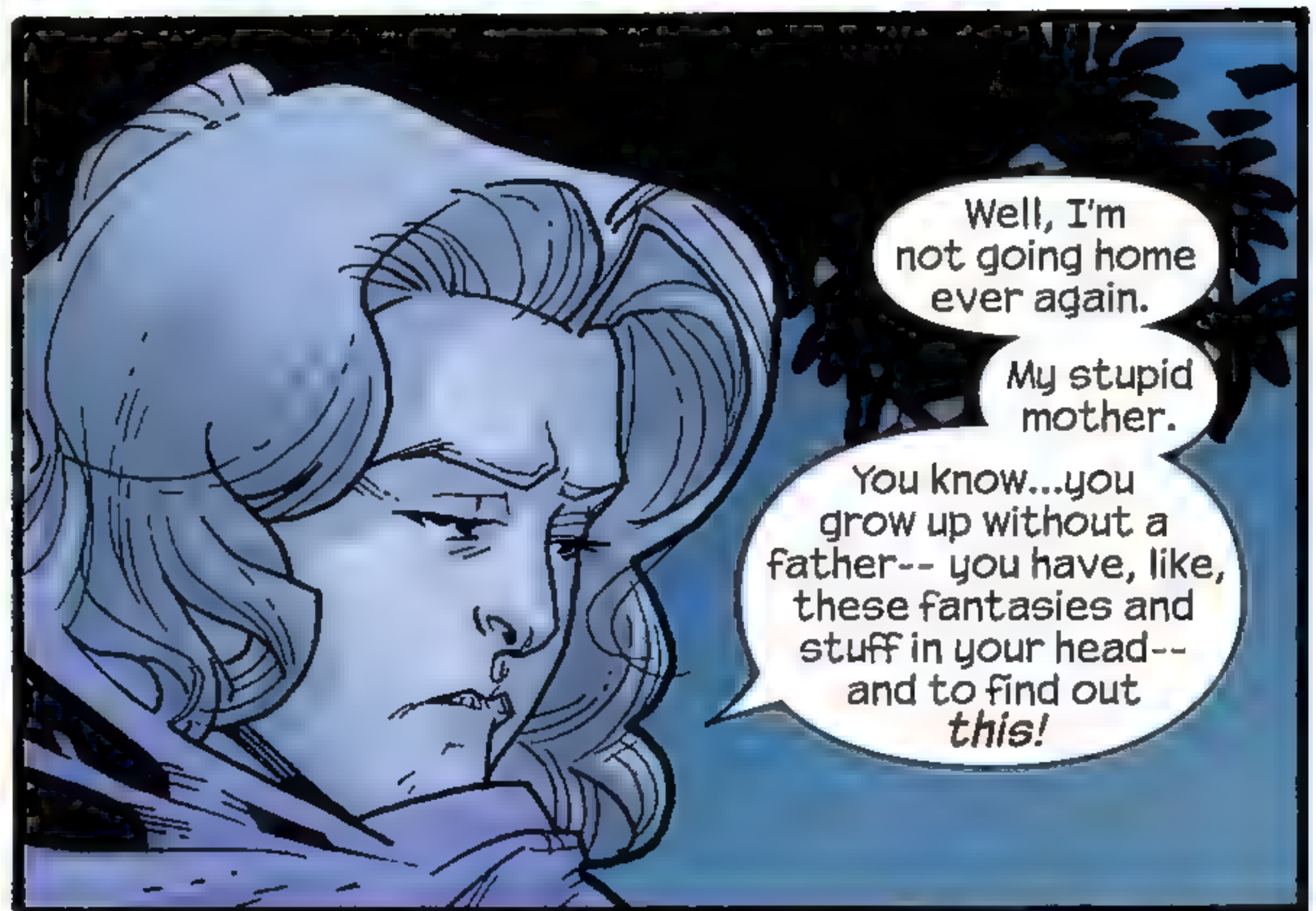
You gotta learn how to do what you do.



Exactly, and these are the guys to do it. They're the guys.

The others think Magneto is going to go get your father and come look for you.

If you don't want any part of that...let's go and get out of here.



Well, I'm not going home ever again.

My stupid mother.

You know...you grow up without a father-- you have, like, these fantasies and stuff in your head-- and to find out *this*!



Oh, I know.

Hey, imagine if your evil dad was, like, in your life the whole time. That sounds way worse.

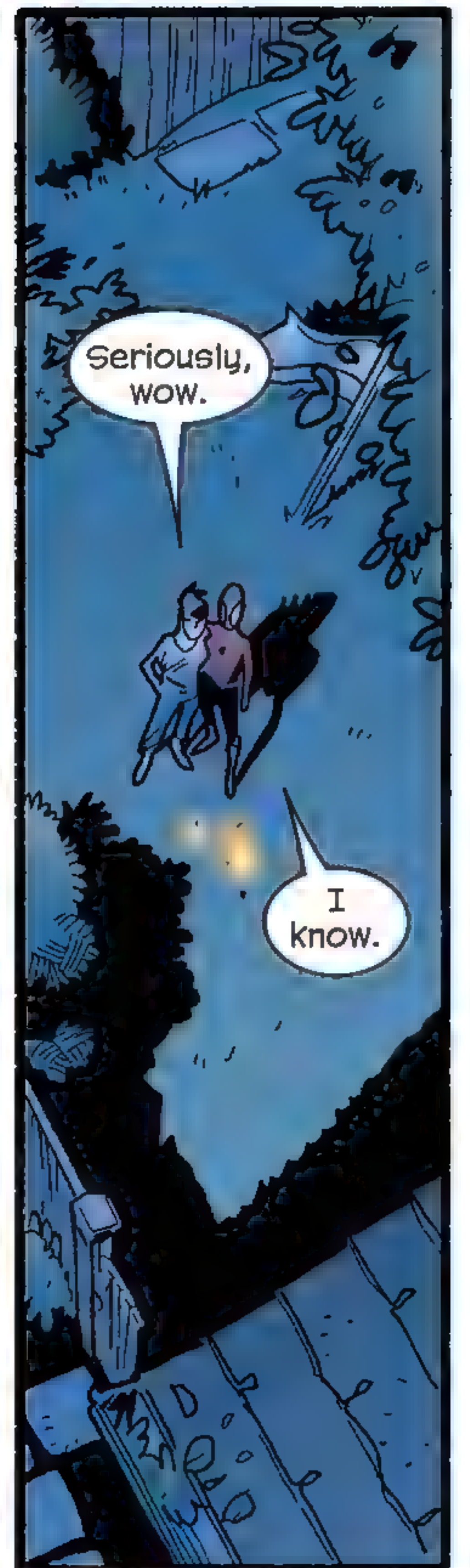


Okay.

Okay!!

I'm going to need some clothes.

Oh yeah, and you'll get a uniform that won't burn off and everything.



The Savage Land. Years Ago.

Erik,
can-can I talk
to you?

Magneto.
Really? You're
sticking with that?
You want me to *call*
you Magneto.

Erik is the
name humans
gave me.

You'll
get used
to it.

Um, okay,
see...

The last time
I went for supplies.
I-I got in touch with
this chick I used to
hook up with when I
was working at
the circus.

When you
were a *circus
freak* called
the Blob.

Well, yeah,
anyways, I was
just calling to say
wassup and, um,
well, she's had
a kid.

And...it's
yours?

Well,
yeah.

And this girl...
was she in the
freak show
with you?

What? No.
No. It's just a girl
I met. In the
audience.

A
human?

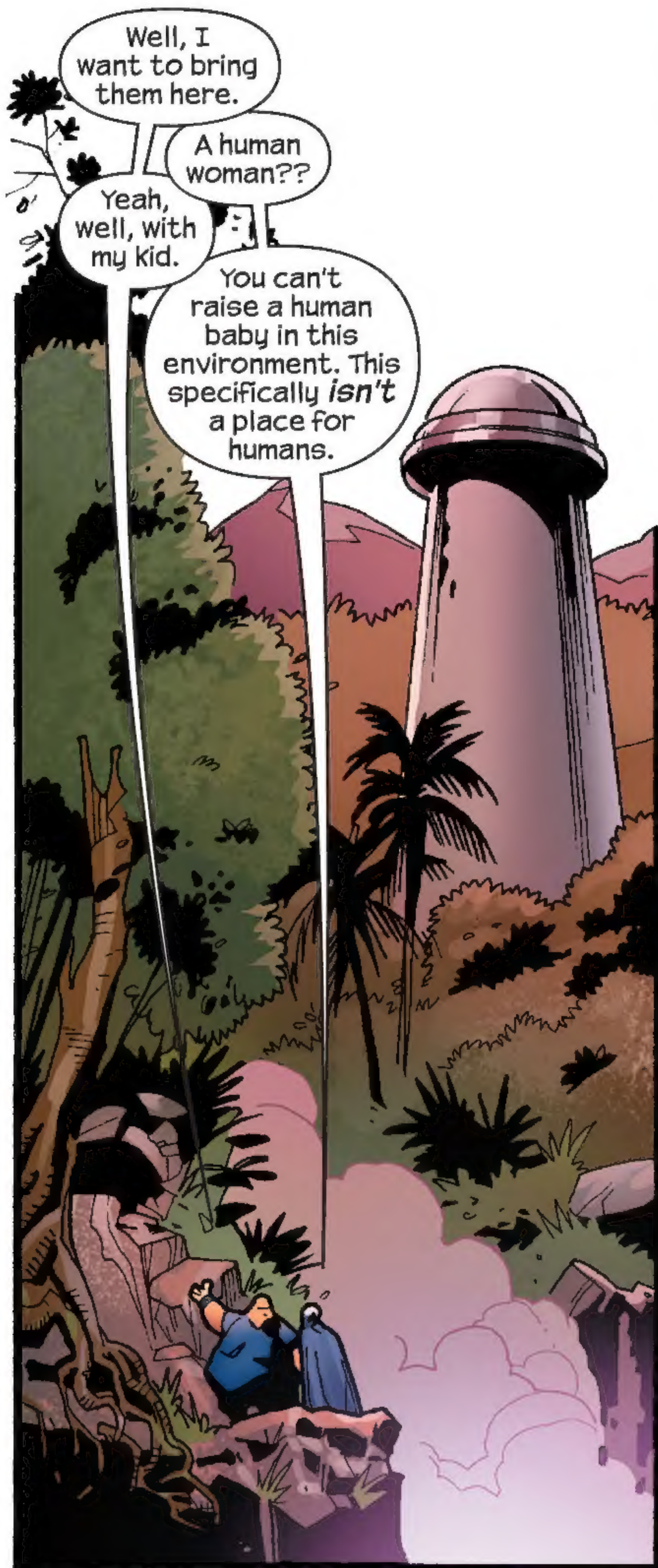
Yeah, I mean,
I think so.

You and a
human girl?
Really?!!!

Hey man,
that happened
all the time.

That's show
business.

And you
want to ask
me what?



Well, I want to bring them here.

A human woman??

Yeah, well, with my kid.

You can't raise a human baby in this environment. This specifically *isn't* a place for humans.



Yeah, but...it's my kid.

No one's keeping you here, Franklin.

Go back to your circus. Go back to little kids throwing food at you and laughing at you.

To people gasping in horror at you because you don't look like *them*.



You go ahead and leave this place where you're an equal for the first time in your life.

Where you're a member of the new Great Society. Go ahead.

What if the baby's a mutant?



Then we bring him here.

Her.

Her.

We'll bring her here if that's what she wants.



Xavier's here now, the citadel is almost up and running.

This is our time. *YOUR* time. We've all made sacrifices for this.

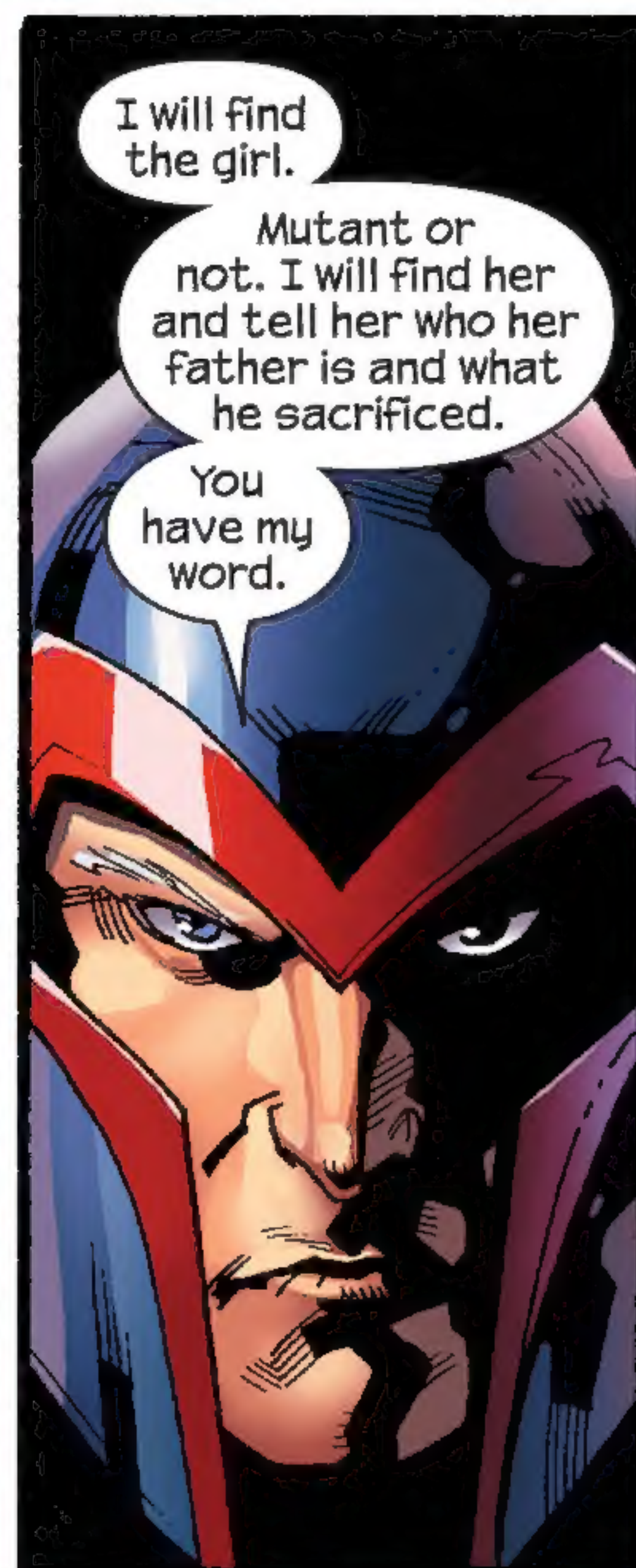


Your child would *die* out here.

What we're planning...

...is so much more than anything a family could give you.

But if something happens to me between now and then...



I will find the girl.

Mutant or not. I will find her and tell her who her father is and what he sacrificed.

You have my word.



I have a daughter.

Next: The absolute worst day in Spider-Man's life... EVER.

NEXT ISSUE!





SON OF

VULTURON